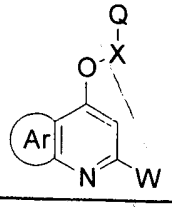
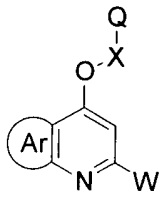
Delete the structure of formula I and replace it with the following structure:



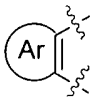
In the claims:

Please cancel Claims 2-8, 10, 13, 17, 20-26, 29, 35, 36, 38, 39, 41-44, 52, and 71-73 and amend claims 1, 11, 15, 18, 19, 53, 56-59, and 63-70 as follows.

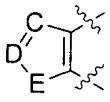
1. (Amended) A compound of the formula:



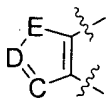
or a pharmaceutically acceptable salt thereof, wherein:



represents:



; or



;

wherein:

C and D are CR_1, and

E represents sulfur,

where

R_1, at each occurrence, is independently selected from the group consisting of hydrogen, halogen, cyano, halo(C_{1-6})alkyl, halo(C_{1-6})alkoxy, hydroxy, C_{1-6} alkyl, amino, mono and di(C_{1-6})alkylamino, and C_{1-6} alkoxy; and

R_2 is selected from the group consisting of hydrogen, halogen, cyano, halo(C_1-C_6)alkyl, halo(C_1-C_6)alkoxy, hydroxy, C_{1-6} alkyl, amino, and mono or di(C_1-C_6)alkylamino;

W is aryl which is unsubstituted or substituted with one or more R_3; and

Q is pyridinyl, which is unsubstituted or substituted with one or more of R_4;

R_3 and R_4 at each occurrence are independently selected from the group consisting of hydrogen, halogen, hydroxy, $-OR_6$, $-NO_2$, $-CN$, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(R_6)_2$, amino, $-NHR_6$, $-N(R_6)_2$, $-N(R_6)CO(R_6)$, $-N(R_6)CO_2(R_6)$, $-CONH_2$, $-CONH(R_6)$, $-CON(R_6)_2$, $-CO_2(R_6)$, $-S(R_6)$, $-SO(R_6)$, $-SO_2(R_6)$, and R_7, wherein

R_6, at each occurrence, is independently selected from the group consisting of C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-8} cycloalkyl, C_{3-8} cycloalkenyl, and C_{5-9} cycloalkynyl, each of which is unsubstituted or substituted with one or more substituents selected from the group consisting

of hydroxy, oxo, halogen, amino, C_{1-8} alkoxy, and C_{1-8} alkyl,

R_7 at each occurrence is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} alkenyl, C_{1-8} alkynyl, C_{3-8} cycloalkyl, C_{3-8} cycloalkenyl, and C_{5-9} cycloalkynyl, each of which is unsubstituted or substituted with one or more substituents selected from the group consisting of hydroxy, oxo, halogen, $-OR_6$, C_{1-6}alkyl, $-NO_2$, -CN, $-SO_2NH_2$, $-SO_2NHR_6$, $-SO_2N(R_6)_2$, amino, $-NHR_6$, $-N(R_6)_2$, $-N(R_6)CO(R_6)$, $-N(R_6)CO_2(R_6)$, $-CONH_2$, $-CONH(R_6)$, $-CON(R_6)_2$, $-CO_2H$, $-CO_2(R_6)$, $-S(R_6)$, $-SO(R_6)$, $-SO_2(R_6)$, and NR_aR_b, wherein

each NR_aR_b independently forms a monocyclic or bicyclic ring each of which may contain one or more double bonds, or one or more of oxo, O, S, SO, SO_2, NH, or $N(R_2)$, wherein R_2 is defined above and independently selected at each occurrence; or

Q is a group of the formula NR_8R_9 wherein

R_8 and R_9 are independently hydrogen or R_7; or

R_8, R_9 and the nitrogen to which they are attached form a heterocycloalkyl ring having from 5 to 8 ring atoms and where 1 or 2 of the ring atoms are selected from N, S, O, with remaining ring members being carbon, CH or CH_2, which

heterocycloalkyl ring is unsubstituted or substituted with one or more independently selected R_4 groups; and

X is $-(CH_2)_n-$ or $-(CH_2)_n(C=O)-$, wherein each n is independently 1, 2, or 3.

~~11.~~ (Amended) A compound or salt according to Claim 9, wherein

W is phenyl, which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_2$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}$alkyl, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl optionally substituted with one or more substituents independently selected from hydroxy, halogen, and amino.

~~15.~~ (Amended) A compound or salt according to Claim 12; wherein

Q is selected from phenyl, pyridyl, pyrimidinyl, pyrazolyl, triazolyl, imidazolyl, pyrrolyl, piperidinyl, and pyrrolidinyl, each of which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -CN, amino, mono- and di(C_{1-6})alkylamino, and C_{1-6} alkyl which is unsubstituted or

substituted with 1 or more substituents independently chosen from hydroxy, oxo, amino, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, and mono- and di(C_{1-6})alkylamino; and

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from: halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_2$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}$alkyl, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or more substituents independently selected from hydroxy, halogen, and amino.

A4 con.

18. (Amended) A compound or salt according to Claim 16, wherein

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_2$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}$alkyl, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or more

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A5 cont.

substituents independently selected from hydroxy, halogen, and amino.

19. (Amended) A compound or salt according to Claim 18, wherein:

Q is pyridyl, which is unsubstituted or substituted with from 1 to 3 substituents independently selected from: halogen, hydroxy, C_{1-6}alkoxy, -CN, amino, mono- and di(C_{1-6})alkylamino, and C_{1-6} alkyl which is unsubstituted or substituted with 1 or more substituents chosen from hydroxy, oxo, amino, halogen, C_{1-6}alkoxy, and mono- and di(C_{1-6})alkylamino; and

W is phenyl which is unsubstituted or substituted with from 1 to 3 substituents independently selected from halogen, hydroxy, C_{1-6}alkoxy, -nitro, -CN, $-SO_2NH_2$, $-SO_2NHR_2$, $-SO_2N(C_{1-6}alkyl)_2$, amino, $-NHC_{1-6}$alkyl, $-N(C_{1-6}alkyl)_2$, $-N(C_{1-6}alkyl)CO(C_{1-6}alkyl)$, $-N(C_{1-6}alkyl)CO_2(C_{1-6}alkyl)$, $-CONH_2$, $-CONH(C_{1-6}alkyl)$, $-CON(C_{1-6}alkyl)_2$, $-CO_2(C_{1-6}alkyl)$, $-S(C_{1-6}alkyl)$, $-SO(C_{1-6}alkyl)$, $-SO_2(C_{1-6}alkyl)$, and C_{1-6}alkyl which is unsubstituted or substituted with one or more substituents independently selected from hydroxy, halogen, and amino

A6

53. (Amended) A pharmaceutical composition comprising a compound or salt according to Claim 1 combined with a pharmaceutically acceptable carrier or excipient.

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56. (Amended) A method according to Claim 54 wherein the detectable alteration of the electrophysiology of the cell is a change in the chloride ion conductance of the cell.

57. (Amended) The method of Claim 54 wherein the cell is recombinantly expressing a heterologous $GABA_A$ receptor and the alteration of the electrophysiology of the cell is detected by intracellular recording or patch clamp recording.

58. (Amended) The method of Claim 54 wherein the cell is a neuronal cell that is contacted in vivo in an animal, the solution is a body fluid, and the alteration in the electrophysiology of the cell is detected as a reproducible change in the animal's behavior.

59. (Amended) The method of Claim 58 wherein the animal is a human, the cell is a brain cell, and the fluid is cerebrospinal fluid.

A8

63. (Amended) The method of Claim 62 in which the cell or tissue sample is a tissue section.

64. (Amended) The method of Claim 62 in which the detectable label is a radioactive label or a directly or indirectly luminescent label.

65. (Amended) The method of Claim 62 in which each cell or tissue sample is a tissue section, the detectable label is a radioactive label or a directly or indirectly luminescent label, and the detectable label is detected autoradiographically to generate an autoradiogram for each of the at least one samples.

66. (Amended) The method of Claim 62 in which each measurement of the amount of detectable label in a sample is carried out by viewing the autoradiograms and the comparison is a comparison of the exposure density of the autoradiograms.

67. (Amended) A package comprising a pharmaceutical composition of claim 53 in a container and further comprising indicia comprising at least one of:

instructions for using the composition to treat a patient suffering from an anxiety disorder, or

instructions for using the composition to treat a patient suffering from depression, or

instructions for using the composition to treat a patient suffering from a sleeping disorder.

68. (Amended) A package comprising a pharmaceutical composition of claim 53 in a container and further comprising indicia comprising at least one of: instructions for using the composition to treat a patient suffering from Alzheimer's dementia or instructions for using the composition to enhance cognition in a patient.

69. (Amended) A package comprising a pharmaceutical composition of claim 53 in a container and further comprising indicia comprising at least one of:

instructions for using the composition to treat a patient suffering from an anxiety disorder, or

instructions for using the composition to treat a patient suffering from depression, or

instructions for using the composition to treat a patient suffering from a sleeping disorder.

70. (Amended) A package comprising a pharmaceutical composition of claim 53 in a container and further comprising indicia comprising at least one of: instructions for using the composition to treat a patient suffering from Alzheimer's dementia or instructions for using the composition to enhance cognition in a patient.